

Edgar Filing: SEATTLE GENETICS INC /WA - Form SC 13D/A

SEATTLE GENETICS INC /WA  
Form SC 13D/A  
February 14, 2005

Schedule 13D  
Cusip No. 812578102

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OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Seattle Genetics, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

812578102

-----  
(CUSIP Number)

Phillip Isom, Esq.  
O'Melveny & Myers LLP  
7 Times Square  
New York, NY 10036  
Telephone: (212) 408-2418

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 31, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent. The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on this cover page shall not be deemed to be "filed" for

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the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes)

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Schedule 13D  
Cusip No. 812578102

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J.P. Morgan Partners (BHCA), L.P.  
13-3371826

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  |  
(b)  |

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
WC

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

|

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

|   |    |  |
|---|----|--|
| SHARES BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,083,465 (includes shares of Series A<br>Convertible Preferred Stock and Warrant to Purchase<br>601,925 shares of common stock)      |
|   | 8  | SHARED VOTING POWER<br>0   |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,083,465 (includes shares of Series A<br>Convertible Preferred Stock and Warrant to Purchase<br>601,925 shares of common stock) |
|   | 10 | SHARED DISPOSITIVE POWER<br>0  |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,465 (includes shares of Series A Convertible Preferred Stock and  
Warrant to Purchase 601,925 shares of common stock)

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES(1)

|

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.0 %

-----

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14 TYPE OF REPORTING PERSON  
PN

-----  
-----  
(1) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
J.P. Morgan Partners Global Investors, L.P.  
13-4197054

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
WC

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
SHARES BENEFICIALLY OWNED 7 SOLE VOTING POWER  
BY EACH REPORTING PERSON 182,558 (includes shares of Series A  
WITH Convertible Preferred Stock and Warrant to  
purchase 101,421 shares of Common Stock)

-----  
8 SHARED VOTING POWER  
0

-----  
9 SOLE DISPOSITIVE POWER  
182,558 (includes shares of Series A  
Convertible Preferred Stock and Warrant to  
purchase 101,421 shares of Common Stock)

-----  
10 SHARED DISPOSITIVE POWER  
0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
182,558 (includes shares of Series A Convertible Preferred  
Stock and Warrant to purchase 101,421 shares of Common Stock)

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-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (2) |X|  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.9%  
 -----

14 TYPE OF REPORTING PERSON  
 PN  
 -----

-----  
 (2) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 J.P. Morgan Partners Global Investors A, L.P.  
 26-0032493  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |\_|  
(b) |X|  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS  
 WC  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) |\_|  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

|   |   |   |
|---|---|---|
| SHARES BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>WITH | 7 | SOLE VOTING POWER<br>24,887 (includes shares of Series A<br>Convertible Preferred Stock and warrant to purchase<br>13,826 shares of Common Stock) |
|---|---|---|

|   |                          |
|---|--------------------------|
| 8 | SHARED VOTING POWER<br>0 |
|---|--------------------------|

|   |  |
|---|--|
| 9 | SOLE DISPOSITIVE POWER<br>24,887 (includes shares of Series A<br>Convertible Preferred Stock and warrant to purchase<br>13,826 shares of Common Stock) |
|---|--|

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-----  
 10 SHARED DISPOSITIVE POWER  
 0  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 24,887 (includes shares of Series A Convertible Preferred Stock and  
 warrant to purchase 13,826 shares of Common Stock)  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (3) |X|  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.3 %  
 -----

14 TYPE OF REPORTING PERSON  
 PN  
 -----

-----  
 (3) The Reporting Person above is party to a voting agreement contained in the  
 Investors Rights Agreement described herein. As a result, the parties to the  
 Investors Rights Agreement may be deemed to constitute a "group" for purposes of  
 Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act")  
 with respect to 16,875,000 shares of Common Stock (defined herein), representing  
 29.6% of the outstanding voting power of the Issuer. The Reporting Person above  
 disclaims beneficial ownership of any securities held by any other Reporting  
 Person and the filing of this Statement on Schedule 13D shall not be deemed an  
 admission that the Reporting Person above and any other person or persons  
 constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5  
 thereunder.

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 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 -----

J.P. Morgan Partners Global Investors (Cayman), L.P.  
 13-4197057  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) |\_  
 (b) |X|  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS  
 WC  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) |\_  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

SHARES BENEFICIALLY OWNED 7 SOLE VOTING POWER  
 BY EACH REPORTING PERSON 92,660 (includes shares of Series A  
 WITH Convertible Preferred Stock and warrant to purchase  
 51,478 shares of Common Stock)  
 -----

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8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
92,660 (includes shares of Series A  
Convertible Preferred Stock and warrant to purchase  
51,478 shares of Common Stock)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
92,660 (includes shares of Series A Convertible Preferred Stock and  
warrant to purchase 51,478 shares of Common Stock)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES(4)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
.9 %

14 TYPE OF REPORTING PERSON  
PN

(4) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J.P. Morgan Partners Global Investors (Cayman) II, L.P.  
26-0005546

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands

-----  
 SHARES BENEFICIALLY OWNED 7 SOLE VOTING POWER  
 BY EACH REPORTING PERSON 10,325 (includes shares of Series A  
 WITH Convertible Preferred Stock and warrant to purchase  
 5,736 shares of Common Stock)  
 -----

8 SHARED VOTING POWER  
 0  
 -----

9 SOLE DISPOSITIVE POWER  
 10,325 (includes shares of Series A  
 Convertible Preferred Stock and warrant to purchase  
 5,736 shares of Common Stock)  
 -----

10 SHARED DISPOSITIVE POWER  
 0  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 10,325 (includes shares of Series A Convertible Preferred Stock  
 and warrant to purchase 5,736 shares of Common Stock)  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (5)  |X|  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1 %  
 -----

14 TYPE OF REPORTING PERSON  
 PN  
 -----

-----  
 (5) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder

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-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J.P. Morgan Partners Global Investors (Sell-down), L.P.  
 56-2489868  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  |\_  
 (b)  |X|  
 -----

3 SEC USE ONLY  
 -----

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4 SOURCE OF FUNDS  
WC

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

|   |    |  |
|---|----|--|
| SHARES BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>68,605 (includes shares of Series A<br>Convertible Preferred Stock and warrant to purchase<br>38,114 shares of Common Stock)      |
|   | 8  | SHARED VOTING POWER<br>0   |
|   | 9  | SOLE DISPOSITIVE POWER<br>68,605 (includes shares of Series A<br>Convertible Preferred Stock and warrant to purchase<br>38,114 shares of Common Stock) |
|   | 10 | SHARED DISPOSITIVE POWER<br>0  |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
68,605 (includes shares of Series A Convertible Preferred Stock  
and warrant to purchase 38,114 shares of Common Stock)

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (6)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.7 %

---

14 TYPE OF REPORTING PERSON  
PN

(6) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

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1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS

Julian C. Baker

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-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)   
-----

3 SEC USE ONLY  
-----

SOURCE OF FUNDS (See Instructions)  
4  
WC  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e)   
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES SOLE VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 -0-

-----  
8 SHARED VOTING POWER  
7,312,500  
-----

9 SOLE DISPOSITIVE POWER  
-0-  
-----

10 SHARED DISPOSITIVE POWER  
7,312,500  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,312,500  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)   
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.4%  
-----

14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

-----  
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS  
Felix J. Baker  
-----

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

7 NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH SOLE VOTING POWER  
-0-

8 SHARED VOTING POWER  
7,312,500

9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
7,312,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,312,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.4%

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi Ventures VI, L.P.  
42-1561726

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
WC

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

|   |    |                          |  |
|---|----|--------------------------|--|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        | 0  |
|   | 8  | SHARED VOTING POWER      | 2,227,725 (includes 1,980,200 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 247,525 shares of Common Stock issuable upon exercise of the Warrants) |
|   | 9  | SOLE DISPOSITIVE POWER   | 0  |
|   | 10 | SHARED DISPOSITIVE POWER | 2,227,725 (includes 1,980,200 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 247,525 shares of Common Stock issuable upon exercise of the Warrants) |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,227,725 (includes 1,980,200 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 247,525 shares of Common Stock issuable upon exercise of the Warrants)

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3 %

---

14 TYPE OF REPORTING PERSON  
PN

---

(7) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting

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Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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-----

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi BioInvestments VI, L.P.  
 04-3760672

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
 (b)

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
 WC

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

|  |   |                        |
|--|---|------------------------|
| SHARES BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br>0 |
|--|---|------------------------|

-----

|  |   |  |
|--|---|--|
|  | 8 | SHARED VOTING POWER<br>22,275 (includes 19,800<br>shares of Common Stock<br>issuable upon conversion of<br>the Series A Convertible<br>Preferred Stock and 2,475<br>shares of Common Stock<br>issuable upon exercise of<br>the Warrants) |
|--|---|--|

-----

|  |   |                             |
|--|---|-----------------------------|
|  | 9 | SOLE DISPOSITIVE POWER<br>0 |
|--|---|-----------------------------|

-----

|  |    |   |
|--|----|---|
|  | 10 | SHARED DISPOSITIVE POWER<br>22,275 (includes 19,800<br>shares of Common Stock<br>issuable upon conversion of<br>the Series A Convertible<br>Preferred Stock and 2,475<br>shares of Common Stock<br>issuable upon exercise of<br>the Warrants) |
|--|----|---|

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 22,275 (includes 19,800 shares of Common Stock issuable upon conversion  
 of the Series A Convertible Preferred Stock and 2,475 shares of Common  
 Stock issuable upon exercise of the Warrants)

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-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES(8) |X|  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0 %  
 -----

14 TYPE OF REPORTING PERSON  
 PN  
 -----

-----  
 (8) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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Schedule 13D  
 Cusip No. 812578102

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Delphi Management Partners VI, L.L.C.  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |\_|  
 (b) |X|  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS  
 WC  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |\_|  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

|   |   |                   |   |
|---|---|-------------------|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
|---|---|-------------------|---|

|   |  |
|---|--|
| 8 | SHARED VOTING POWER<br>2,250,000 (includes<br>2,000,000 shares of Common<br>Stock issuable upon<br>conversion of the Series A<br>Convertible Preferred Stock |
|---|--|



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"Statement") relates to the Common Stock, par value \$0.001 per share (the "Common Stock") of Seattle Genetics, Inc., a Delaware corporation (the "Issuer" or "Company"). The Issuer's principal executive offices are located at 21823 -- 30th Drive S.E., Bothell, WA 98021.

### Item 2. Identity and Background.

#### JPMP Reporting Persons

This Statement is being filed by: (i) J.P. Morgan Partners (BHCA), L.P., a limited partnership organized under the laws of Delaware ("JPMP (BHCA)"), whose principal office is located at 1221 Avenue of the Americas, New York, NY 10020, (ii) J.P. Morgan Partners Global Investors, L.P., a limited partnership organized under the laws of Delaware ("JPMP Global"), whose principal office is located at the same address as JPMP (BHCA), (iii) J.P. Morgan Partners Global Investors A, L.P., a limited partnership organized under the laws of Delaware ("JPMP Global A"), whose principal office is located at the same address as JPMP (BHCA), (iv) J.P. Morgan Partners Global Investors (Cayman), L.P., a limited partnership organized under the laws of the Cayman Islands ("JPMP Cayman"), whose principal office is located at the same address as JPMP (BHCA), (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. a limited partnership organized under the laws of the Cayman Islands ("JPMP Cayman II"), whose principal address is located at the same address as JPMP (BHCA) and (vi) J.P. Morgan Partners Global Investors (Selldown), L.P., a Delaware Limited Partnership ("JPMP Selldown" and collectively with JPMP (BHCA), JPMP Global, JPMP Global A and JPMP Cayman, the "JPMP Reporting Persons"), whose principal office is located at the same address as JPMP (BHCA).

JPMP (BHCA) is engaged in the venture capital, private equity and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P., a Delaware limited partnership ("JPMP Master Fund"), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business.

JPMP Global, JPMP Global A, JPMP Cayman, JPMP Cayman II and JPMP Selldown (collectively, the "Global Fund Entities") are also engaged in the venture capital, private equity and leveraged buyout business. The general partner of each of the Global Fund Entities is J.P.

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Morgan Partners Global Investors, L.P., a Delaware limited partnership ("JPMP Investors"), whose principal place of business is located at the same address as JPMP (BHCA). JPMP Investors is engaged indirectly in the venture capital, private equity and leveraged buyout business as general partner of each of the Global Fund Entities.

The general partner of each of JPMP Master Fund and JPMP Investors is JPMP Capital Corp., a New York corporation ("JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and

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leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware Corporation ("JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, NY 10018. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

### Baker Reporting Persons

This Statement is also being filed by: (i) Julian C. Baker and (ii) Felix J. Baker, each of whom is a United States citizen whose principal office is located at 667 Madison Avenue, New York, NY 10021 (collectively, the "Baker Reporting Persons"). Set forth below is certain information with respect to the Baker Reporting Persons:

| Name            | Present Principal Occupation   |
|-----------------|--|
| Julian C. Baker | Managing Member, Baker Bros. Advisors, LLC<br>(an entity engaged in investment activities) |
| Felix J. Baker  | Managing Member, Baker Bros. Advisors, LLC<br>(an entity engaged in investment activities) |

### Delphi Reporting Persons

This Statement is also being filed by: (i) Delphi Ventures VI, L.P., a limited partnership organized under the laws of Delaware ("Delphi Ventures"), whose principal office is located at 3000 Sand Hill Road, Building 1, Suite 135, Menlo Park, CA 94025, (ii) Delphi BioInvestments VI, L.P., a limited partnership organized under the laws of Delaware ("Delphi BioInvestments"), whose principal office is located at the same address as Delphi Ventures, and (iii) Delphi Management Partners VI, L.L.C., a Delaware limited liability company ("Delphi Management", and together with Delphi Ventures and Delphi BioInvestments, the "Delphi Reporting Persons") whose principal office is located at the same address as Delphi Ventures.

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The Delphi Reporting Persons are engaged in the venture capital business. The general partner of each of Delphi Ventures and Delphi BioInvestments is Delphi Management. Delphi Management is also engaged indirectly (through affiliates) in the venture capital business. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each managing member of Delphi Management.

The Delphi Reporting Persons, the JPMP Reporting Persons and the Baker Reporting Persons are collectively referred to herein as the "Reporting Persons".

During the last five years, none of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations

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or similar misdemeanors) or have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in their being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violations with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration.

#### JPMP Reporting Persons:

The funds provided by JPMP (BHCA) and the Global Fund Entities for the purchase of the securities reported in Item 5 below were obtained from the contributed capital and available working capital of JPMP (BHCA) and the Global Fund Entities, which includes funds that are held available for such purpose.

#### Baker Reporting Persons:

The funds used by the limited partnerships controlled by Julian C. Baker and Felix J. Baker to purchase the securities reported in Item 5 below were provided from the available working capital of such limited partnerships.

#### Delphi Reporting Persons:

The funds provided by Delphi Ventures and Delphi BioInvestments for the purchase of the securities reported in Item 5 below were obtained from the contributed capital and available working capital of Delphi Ventures and Delphi BioInvestments respectively, which includes funds that are held available for such purpose.

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### Item 4. Purpose of Transactions.

The securities referred to in Item 5 below were acquired pursuant to the Securities Purchase Agreement referred to in Item 6 below solely for investment purposes.

The transactions described in Item 6 below are incorporated in their entirety herein by reference.

Subject to the rights of the Reporting Persons set forth in the Securities Purchase Agreement and the Investors Rights Agreement referred to in Item 6 below, except as set forth in this Item 4, none of the JPMP Reporting Persons, the Baker Reporting Persons, or the Delphi Reporting Persons have a present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, each of the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons reserves the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Issuer's Common Stock to cease to be listed on the NASDAQ National Market System or causing the Common Stock to become eligible for termination of registration, under section 12(g) of the

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Securities Exchange Act of 1934, as amended (the "Act").

### Item 5. Interest in Securities of the Issuer.

The percentages of outstanding shares of the Issuer reported in this Item 5 are based on 41,952,000 shares of Common Stock outstanding as of December 31, 2004.

#### JPMP Reporting Persons

JPMP (BHCA) beneficially owns 1,083,465 shares of the Issuer's Common Stock, which represents 11.0% of the Issuer's Common Stock. JPMP Global beneficially owns 82,558 shares of the Issuer's Common Stock, which represents 1.9% of the Issuer's Common Stock. JPMP Global A beneficially owns 24,887 shares of the Issuer's Common Stock, which represents 0.3% of the Issuer's Common Stock. JPMP Cayman beneficially owns 92,660 shares of the Issuer's Common Stock, which represents .9% of the Issuer's Common Stock. JPMP Cayman II beneficially owns 10,325 shares of the Issuer's Common Stock, which represents 0.1% of the Issuer's Common Stock. JPMP Selldown beneficially owns 68,605 shares of the Issuer's Common Stock, which represents .07% the Issuer's Common Stock.

JPMP Master Fund, as the General Partner of JPMP (BHCA), may be deemed to beneficially own the shares beneficially owned by JPMP (BHCA).

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JPMP Investors, as the General Partner of each of the Global Fund Entities, may be deemed to beneficially own the shares beneficially owned by each of the Global Fund Entities.

JPMP Capital Corp., as the General Partner of each of JPMP Master Fund and JPMP Investors, may be deemed to beneficially own the shares beneficially owned by JPMP (BHCA) and each of the Global Fund Entities.

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a publicly traded company.

The foregoing shall not be an admission that JPMP Master Fund, JPMP Investors or JPMP Capital Corp. are the beneficial owners of the shares held by JPMP (BHCA) and/or the Global Fund Entities.

#### Baker Reporting Persons:

Set forth in the table below is the aggregate number of shares of Common Stock beneficially owned as of the date hereof by each of the limited partnerships controlled by the Baker Reporting Persons, together with the percentage of outstanding shares of Common Stock that such ownership represents based upon 40,196,299 shares of Common Stock outstanding as of March 22, 2004, as reported by the Issuer in its most recent Schedule 14A filed on April 16, 2004, in each case taking into account the shares of Common Stock that can be acquired upon conversion of Series A Convertible Preferred Stock and exercise of the Warrants to purchase shares of Common Stock:

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| Name                             | Number of Shares | Percent of Class<br>Outstanding |
|----------------------------------|------------------|---------------------------------|
| -----                            | -----            | -----                           |
| Baker/Tisch Investments, L.P.    | 446,063          | 0.9%                            |
| Baker Bros. Investments, L.P.    | 301,275          | 0.6%                            |
| Baker Bros. Investments II, L.P. | 310,781          | 0.7%                            |
| Baker Biotech Fund I, L.P.       | 3,058,088        | 6.4%                            |
| Baker Biotech Fund II, L.P.      | 2,809,462        | 5.9%                            |
| Baker Biotech Fund II (Z), L.P.  | 386,831          | 0.8%                            |
|                                  | -----            | -----                           |
| Total                            | 7,312,500        | 15.4%                           |

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above (collectively, the "Baker Entities"), Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of securities owned by the Baker Entities and may be deemed to have shared power to vote or direct the vote and to dispose or direct the disposition of such securities, although such entities have the sole right to receive and power to direct the receipt of dividends from, and the proceeds from the sale of, securities owned by them.

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Additionally, Felix J. Baker is a director of the Issuer.

#### Delphi Reporting Persons

Delphi Ventures beneficially owns 2,227,725 shares of the Issuer's Common Stock, which represents 5.3% of the Issuer's Common Stock. Delphi BioInvestments beneficially owns 22,275 shares of the Issuer's Common Stock, which represents 0.01% of the Issuer's Common Stock.

As the general partner of Delphi Ventures and Delphi BioInvestments, Delphi Management may be deemed to beneficially own the shares beneficially owned by each of Delphi Ventures and Delphi BioInvestments.

The foregoing shall not be an admission that Delphi Management is the beneficial owner of the shares held by Delphi Ventures and/or Delphi BioInvestments.

The Reporting Persons are party to a voting agreement contained in the Investors Rights Agreement referred to in Item 6 below. The JPMP Reporting Persons, the Baker Reporting Persons, and the Delphi Reporting Persons together may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act, with respect to 16,875,000 shares of Common Stock, representing 29.6% of the outstanding voting power of the Issuer.

Each of the Reporting Persons, however, disclaims beneficial ownership of any of the securities owned by any other Reporting Person and disclaims that it is a member of a "group" with any other persons either for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder or this Statement or for any other purpose related to its beneficial ownership of the Issuer's securities. The filing of this Statement shall not be construed as an admission that the

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Reporting Person is the beneficial owner of such shares or that the Reporting Person and any of such other stockholders' constitute for purposes of Section 13(d) of the Act, a "group." Each Reporting Person is not responsible for the accuracy of any information filed in this Statement relating to any Reporting Person other than itself and its related persons or entities.

There have been no transactions involving the Issuer's Common Stock during the past sixty days which are required to be reported in this Statement.

No person other than the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the Issuer's Common Stock owned beneficially by the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons.

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### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On May 12, 2003 the Company entered into the Securities Purchase Agreement (as amended by Amendment No. 1 dated as of May 14, 2003 and Amendment No. 2 dated as of June 2, 2003) (the "SPA"), with JPMP (BHCA), the Global Fund Entities, the Baker Entities, Delphi Ventures, Delphi BioInvestments, entities affiliated with BA Venture Partners and T. Rowe Price Health Sciences Fund, Inc. (collectively, the "Series A Investors"). Both the SPA and all exhibits thereto are attached as Exhibit A hereto and are incorporated herein in their entirety by reference.

Pursuant to the SPA, the Issuer issued in a private placement (a) 1,640,000 shares of the Company's Series A Convertible Preferred Stock (the "Preferred Stock") to the Series A Investors, as well as the reservation for issuance of 16,400,000 shares of the Company's Common Stock upon conversion of the Preferred Stock, and (b) warrants (the "Warrants") to purchase 2,050,000 shares of the Company's Common Stock and the reservation for issuance of 2,050,000 shares of the Company's Common Stock upon the exercise of such Warrants (together, the "Preferred Stock Financing"). The Preferred Stock has the rights, preferences and privileges set forth in the Certificate of Designations of Series A Convertible Preferred Stock as filed with the Secretary of State of the State of Delaware. The purchase price for the Preferred Stock was \$25.00 per share. Each share of Preferred Stock is initially convertible into 10 shares of Common Stock at a fixed conversion price of \$2.50 per share (subject to adjustment upon the occurrence of certain events including stock subdivisions, combinations, splits, stock dividends, capital reorganizations, or capital reclassifications of the Common Stock), at such holder's option at any time after the first anniversary of the closing of the Investors Rights Agreement among the Company, the Reporting Persons and the other investors named therein, dated as of July 8, 2003, a copy of which is attached hereto as Exhibit B and is incorporated herein in its entirety by reference (the "Investors Rights Agreement").

The Warrants are immediately exercisable at a fixed purchase price

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of \$6.25 per share of Common Stock and expire on December 31, 2011.

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Pursuant to the Certificate of Designations and the Investors Rights Agreement, the Series A Investors, voting together as a separate class, have the right to designate two members of the Company's Board of Directors so long as at least 37.5% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing remain outstanding. If between 18.75% and 37.5% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing are outstanding, the Series A Investors, voting together as a separate class, have the right to designate one member of the Company's Board of Directors. If less than 18.75% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing are outstanding, the rights of the Series A Investors to vote separately for the election of directors shall terminate.

Pursuant to the terms of the Investors Rights Agreement, one director will be designated by the JPMP Reporting Persons and one director will be designated by the Baker Entities. The right of the JPMP Reporting Persons and the Baker Entities, as applicable, to designate a director terminates if the JPMP Reporting Persons or the Baker Entities, as applicable, hold less than 50% of the Preferred Stock (or Common Stock issued upon conversion thereof) purchased by it at the closing of the Preferred Stock Financing. Pursuant to these rights, the JPMP Reporting Persons designated Srinivas Akkaraju, M.D., Ph.D. as its representative on the Company's Board of Directors and the Baker Entities designated Felix Baker, Ph.D. as its representative on the Company's Board of Directors upon the closing of the Preferred Stock Financing. The Series A Investors do not have the right to vote on members of the Company's Board of Directors other than the nominees they designate.

Each of JPMP (BHCA) and the Global Fund Entities is a party to the Regulatory Sideletter, dated as of July 8, 2003, by and among the Company, JPMP (BHCA) and each of the Global Fund Entities, a copy of which is attached as Exhibit C hereto and is incorporated herein in its entirety by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

SCHEDULE A

Item 2 information for executive officers and directors of JPMP Capital Corp.

SCHEDULE B

Item 2 information for executive officers and directors of JPMorgan Chase.

SCHEDULE C

Item 2 information for managing members of Delphi Management.10\*

EXHIBIT A

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Securities Purchase Agreement dated as of May 12, 2003, by and among the Issuer and the Series A Investors incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Commission on May 15, 2003.\*

EXHIBIT B

Investors Rights Agreement dated as of July 8, 2003, by and among the Company and the Investors named therein incorporated by reference to Exhibit 4.2 of the Form 8-K filed with the Commission on May 15, 2003.\*

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\* Filed previously

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EXHIBIT C

Regulatory Sideletter dated as of July 8, 2003, by and among the Company, JPMP (BHCA) and each of the Global Fund Entities.\*

EXHIBIT D

Joint Filing Agreement dated as of May 17, 2004 among the JPMP Entities, the Bakers and the Delphi Entities.\*

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\* Filed previously

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2005

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,  
its general partner

By: JPMP Capital Corp.,  
its general partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN PARTNERS GLOBAL  
INVESTORS, L.P.

By: JPMP Global Investors, L.P.,  
its general partner

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By: JPMP Capital Corp.,  
its general partner

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN PARTNERS GLOBAL  
INVESTORS (CAYMAN), L.P.

By: JPMP Global Investors, L.P.,  
its general partner

By: JPMP Capital Corp.,  
its general partner

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

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J.P. MORGAN PARTNERS GLOBAL  
INVESTORS A, L.P.

By: JPMP Global Investors, L.P.,  
its general partner

By: JPMP Capital Corp.,  
its general partner

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN PARTNERS GLOBAL  
INVESTORS (SELLEDOWN), L.P.

By: JPMP Global Investors, L.P.,  
its general partner

By: JPMP Capital Corp.,  
its general partner

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

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JULIAN C. BAKER

By: /s/ Julian C. Baker  
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Julian C. Baker

FELIX J. BAKER

By: /s/ Felix J. Baker

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Felix J. Baker

DELPHI VENTURES VI, L.P.

By: Delphi Management Partners VI,  
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

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Deepika R. Pakianathan  
Managing Member

DELPHI BIOINVESTMENTS VI, L.P.

By: Delphi Management Partners VI,  
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

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Deepika R. Pakianathan  
Managing Member

DELPHI MANAGEMENT PARTNERS VI, L.L.C.

By: /s/ Deepika R. Pakianathan

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Deepika R. Pakianathan  
Managing Member

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SCHEDULE A

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS (1)

Chief Executive Officer  
President  
Chief Investment Officer  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director

William B. Harrison\*\*  
Jeffrey C. Walker\*  
Arnold L. Chavkin\*  
Srinivas Akkaraju\*  
Christopher Albinson\*  
Dr. Dana Beth Ardi\*  
Richard Aube\*  
Christopher C. Behrens\*  
John Breckenridge\*  
Julie Casella-Esposito\*  
Rodney A. Ferguson\*  
Cornell P. French\*  
Michael R. Hannon\*  
Matthew Lori\*  
Jonathan R. Lynch\*  
Bryan Martin\*  
Sunil Mishra\*

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Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director

Stephen P. Murray\*  
Timothy Purcell\*  
John Reardon\*  
Faith Rosenfeld\*  
Shahan D. Soghikian\*  
William Stuck\*  
Patrick J. Sullivan\*  
Timothy J. Walsh\*  
Richard D. Waters, Jr. \*  
Damion E. Wicker, M.D.\*

DIRECTORS\*

William B. Harrison\*\*  
Jeffrey C. Walker\*

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- \* Each of whom is a United States citizen.  
\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.  
\*\* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE B

JPMORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

|   |                          |
|---|--------------------------|
| Chairman of the Board and Chief Executive Officer                                       | William B. Harrison Jr.* |
| President and Chief Operating Officer   | James Dimon*             |
| Chief Information Officer   | Austin A. Adams*         |
| Co-Chairman, Investment Bank  | Steven D. Black*         |
| Chief Executive Officer, Card Services  | William I. Campbell*     |
| Chief Financial Officer   | Michael J. Cavanagh*     |
| Chairman, West Coast Region   | David A. Coulter*        |
| Director of Human Resources, Head of Real Estate/Facilities, General Services, Security | John J. Farrell*         |
| Co-General Counsel  | Joan Guggenheimer*       |
| Director of Corporate Marketing and Communications                                      | Frederick W. Hill*       |
| Head, Commercial Banking  | Samuel Todd Maclin*      |
| Head, Strategy and Business Development   | Jay Mandelbaum*          |
| Co-General Counsel  | William H. McDavid*      |
| Chief Executive Officer, Treasury & Securities Services                                 | Heidi Miller*            |
| Head, Retail Financial Services   | Charles W. Scharf*       |
| Executive Vice President, Card Services   | Richard J. Srednicki*    |
| Head, Asset & Wealth Management   | James E. Staley*         |
| Chief Risk Officer  | Don M. Wilson III*       |
| Co-Chairman, Investment Bank  | William T. Winters*      |

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- (1) Each of whom is a United States citizen.  
\* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,

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New York 10017.

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DIRECTORS\*

| NAME                 | PRINCIPAL OCCUPATION OR EMPLOYMENT;<br>BUSINESS OR RESIDENCE ADDRESS   |
|----------------------|--|
| Hans W. Becherer     | Retired Chairman of the Board and<br>Chief Executive Officer<br>Deere & Company<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017 |
| John H. Biggs        | Former Chairman and CEO<br>TIAA - CREF<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017  |
| Lawrence A. Bossidy  | Retired Chairman of the Board<br>Honeywell International Inc.<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                   |
| Stephen B. Burke     | President<br>Comcast Cable Communications, Inc.<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                                 |
| James S. Crown       | President<br>Henry Crown and Company<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017  |
| James Dimon          | President and Chief Operating Officer<br>JPMorgan Chase & Co.<br>270 Park Avenue, 8th Floor<br>New York, New York 10017-2070                               |
| Ellen V. Futter      | President and Trustee<br>American Museum of Natural History<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                     |
| William H. Gray, III | Retired President and Chief Executive Officer<br>The College Fund/UNCF<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017          |

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\* Each of whom is a United States citizen.

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| NAME                     | PRINCIPAL OCCUPATION OR EMPLOYMENT;<br>BUSINESS OR RESIDENCE ADDRESS  |
|--------------------------|---|
| William B. Harrison, Jr. | Chairman of the Board and Chief Executive Officer<br>JPMorgan Chase & Co.<br>270 Park Avenue, 8th Floor<br>New York, New York 10017-2070                |
| Laban P. Jackson, Jr.    | Chairman and Chief Executive Officer<br>Clear Creek Properties, Inc.<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017         |
| Lee R. Raymond           | Chairman of the Board and Chief Executive Officer<br>Exxon Mobil Corporation<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017 |
| John W. Kessler          | Owner<br>John W. Kessler Company<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017   |
| Robert I. Lipp           | Chairman<br>The St. Paul Travelers Companies, Inc.<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                           |
| Richard A. Monoogian     | Chairman and Chief Executive Officer<br>Masco Corporation<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                    |
| David C. Novak           | Chairman and Chief Executive Officer<br>Yum! Brands, Inc.<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                    |
| John R. Stafford         | Retired Chairman of the Board<br>Wyeth<br>c/o JPMorgan Chase & Co.<br>270 Park Avenue<br>New York, New York 10017                                       |

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